

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----X
In re
Delphi Corporation, et al.,
Debtors.
Chapter 11 Case
Case No. 05-44481 (RDD)
(Jointly Administered)
Delphi Automotive Systems LLC
Case No. 05-44640
Claim Nos.: 9469 & 9470
-----X

NOTICE OF PARTIAL TRANSFER OF CLAIM PURSUANT TO FRBP RULE 3001(e)(2)

TO: JPMorgan Chase Bank, N.A.
270 Park Avenue, 17th Floor
New York, New York 10017
Attention: Neelima Veluvolu

1. Please take notice of the transfer of \$18,830.91 principal amount of your claim no. 9469 and \$620,001.32 principal amount of your claim no. 9470, both against Delphi Automotive Systems LLC (Case No. 05-44640), represented by the Proofs of Claim attached hereto, together with all applicable interest, fees and expenses related thereto (the "Transferred Claim") to:

TPG Credit Opportunities Fund, L.P. ("Transferee")
c/o TPG Credit Management, L.P.
4600 Wells Fargo Center
90 South Seventh Street
Minneapolis, MN 55402
Attention: Shelley Hartman

2. No action is required if you do not object to the transfer of the Transferred Claim as described above. **IF YOU OBJECT TO THE TRANSFER OF THE TRANSFERRED CLAIM, WITHIN 20 DAYS OF THE DATE OF THIS NOTICE, YOU MUST:**

-- **FILE A WRITTEN OBJECTION TO THE TRANSFER with:**

Clerk of the Court
United States Bankruptcy Court
Southern District of New York
615-3 Alexander Hamilton House
One Bowling Green
New York, NY 10004

-- **SEND A COPY OF YOUR OBJECTION TO THE TRANSFeree**

-- Refer to **INTERNAL CONTROL NO.** ____ in your objection.

3. If you file an objection, a hearing will be scheduled. **IF YOUR OBJECTION IS NOT TIMELY FILED, THE TRANSFEREE WILL BE SUBSTITUTED FOR THE TRANSFEROR ON OUR RECORDS AS A CLAIMANT IN THIS PROCEEDING.**

Dated: _____, 2007

Clerk of the Court

FOR CLERK'S OFFICE USE ONLY:

This notice was mailed to the first named party, by first class mail, postage prepaid on _____ 2007.
INTERNAL CONTROL NO. _____

Copy Claims Agent:

Transferee:

Debtor's Attorney:

Deputy Clerk

EXHIBIT A
EVIDENCE OF TRANSFER

TO: THE DEBTOR AND THE BANKRUPTCY COURT

JPMorgan Chase Bank, N.A., with an address at 270 Park Ave., 17th Floor, New York, NY 10017 ("**Assignor**") transfers and assigns unto TPG Credit Opportunities Fund, L.P., its successors and assigns ("**Assignee**"), pursuant to the terms of that certain Purchase and Sale Agreement For Certain Claims In The Chapter 11 Cases¹, of even date herewith (the "**Agreement**"), all of its right, title and interest in and to (a) those certain proofs of claim, identified on the attached Schedule of Claims, as further identified in each Assignor's duly and timely filed Proof of Claim (the "**Proof of Claim**") against Delphi Automotive Systems, LLC (the "**Debtor**"), and (b) those certain scheduled claims, identified on the attached Schedule of Claims, as further listed in Schedule F of the Debtor's Schedules of Assets and Liabilities (the "**Scheduled Claim**")² filed in the United States Bankruptcy Court, Southern District of New York ("**Bankruptcy Court**"), jointly administered under Case No. 05-44481.

Assignor hereby waives to the fullest extent permitted by law any notice or right to a hearing as may be imposed by Rule 3001 of the Federal Rules of Bankruptcy Procedure, the Bankruptcy Code, applicable local bankruptcy rules or applicable law. Assignor acknowledges and understands, and hereby stipulates, that an order of the Bankruptcy Court may be entered without further notice to Assignor transferring to Assignee the foregoing Claims and recognizing the Assignee as the sole owner and holder of the Claims. Assignor further directs the Debtor, the Bankruptcy Court and all other interested parties that all further notices relating to the Claims, and all payments or distributions of money or property in respect of the Claims, shall be delivered or made to the Assignee.

IN WITNESS WHEREOF, the Assignor and the Assignee have caused this Assignment to be duly executed as of February ____, 2007.

ASSIGNOR:

JPMORGAN CHASE BANK, N.A.

By: _____
Name: _____
Title: Andrew Opei
Authorized Signatory

ASSIGNEE:

TPG CREDIT OPPORTUNITIES FUND, L.P.
By: TPG Credit Opportunities Fund G.P., L.P.
Its: General Partner

By: _____
Name: Julie K. Braun
Title: Vice President

¹ Capitalized terms not otherwise defined herein, have those meaning ascribed to such terms in the Agreement.
² The Proof of Claim and the Scheduled Claim are together hereinafter referred to as the "**Claims**."

EXHIBIT A
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IN WITNESS WHEREOF, the Assignor and the Assignee have caused this Assignment to be duly executed as of February ____, 2007.

ASSIGNOR:

JPMORGAN CHASE BANK, N.A.

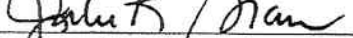
By: _____
Name:
Title:

ASSIGNEE:

TPG CREDIT OPPORTUNITIES FUND, L.P.

By: TPG Credit Opportunities Fund G.P., L.P.

Its: General Partner

By: 
Name: Julie K. Braun
Title: Vice President

¹ Capitalized terms not otherwise defined herein, have those meaning ascribed to such terms in the Agreement.

² The Proof of Claim and the Scheduled Claim are together hereinafter referred to as the "**Claims**."

SCHEDULE 1
PURCHASE AND SALE
TRADE DETAIL

<u>Original Creditor Name</u>	<u>Proof of Claim Number</u>	<u>Claim Amount</u>	<u>Schedule Number</u>	<u>Scheduled Amount</u>	<u>Purchase Amount</u>
D & R Technology	9469	\$18,830.91	1605273- 10397381	\$20,549.69	\$18,830.91
D & R Technology	9470	\$620,001.32	1605272- 10407675	\$547,190.39	\$620,001.32
TOTAL: 2 CLAIMS	--	\$638,832.23	--	\$567,740.08	\$638,832.23

4969

UNITED STATES BANKRUPTCY COURT <u>Southern</u> DISTRICT OF <u>New York</u>		PROOF OF CLAIM
Name of Debtor Delphi Automotive Systems LLC	Case Number 05-44640	<p>The Debtor has listed your claim as Unliquidated and Disputed on Schedule F as a General Unsecured claim in the amount of \$44,673.23. If you believe that you have a claim against the Debtor, you are required to complete and return this form.</p> <p style="text-align: center;">Master Code: 10407675 Claim #09469 USBC SDNY Delphi Corporation, et al. 05-44481 (RDD)</p> <p style="text-align: center;">THIS SPACE IS FOR COURT USE ONLY</p>
<p>NOTE: This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A "request" for payment of an administrative expense may be filed pursuant to 11 U.S.C. § 503.</p>		
<p>Name of Creditor (The person or other entity to whom the debtor owes money or property): D & R Technology Llc Name and address where notices should be sent: D & R Technology Llc 450 Windy Point Dr Glendale Heights IL 60139 400 FULLERTON CARD & STREAM IL 60188</p> <p>Telephone number:</p>	<p><input type="checkbox"/> Check box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars.</p> <p><input type="checkbox"/> Check box if you have never received any notices from the bankruptcy court in this case.</p> <p><input checked="" type="checkbox"/> Check box if the address differs from the address on the envelope sent to you by the court.</p>	
<p>Account or other number by which creditor identifies debtor: RD 130386357</p>	<p>Check here <input type="checkbox"/> replaces if this claim <input type="checkbox"/> amends a previously filed claim, dated: _____</p>	
<p>1. Basis for Claim</p> <div style="display: flex; justify-content: space-between;"> <div style="width: 45%;"> <p><input checked="" type="checkbox"/> Goods Sold / Services Performed</p> <p><input type="checkbox"/> Customer Claim</p> <p><input type="checkbox"/> Taxes</p> <p><input type="checkbox"/> Money Loaned</p> <p><input type="checkbox"/> Personal Injury</p> <p><input type="checkbox"/> Other</p> </div> <div style="width: 50%; text-align: center;"> <p>RECEIVED JUL 18 2006 KURTZMAN CARSON</p> </div> </div> <p><input type="checkbox"/> Retiree benefits as defined in 11 U.S.C. § 1114(a)</p> <p><input type="checkbox"/> Wages, salaries, and compensation (fill out below)</p> <p>Last four digits of SS #: _____</p> <p>Unpaid compensation for services performed from _____ to _____ (date) (date)</p>		
<p>2. Date debt was incurred: <u>11/2/05 to 10/8/05</u></p> <p>3. If court judgment, date obtained: _____</p>		
<p>4. Total Amount of Claim at Time Case Filed: \$ <u>40,936.77</u> (unsecured) (secured) (priority) <u>#40936.77</u> (Total)</p> <p>If all or part of your claim is secured or entitled to priority, also complete Item 5 or 7 below.</p> <p><input type="checkbox"/> Check this box if claim includes interest or other charges in addition to the principal amount of the claim. Attach itemized statement of all interest or additional charges.</p>		
<p>5. Secured Claim.</p> <p><input type="checkbox"/> Check this box if your claim is secured by collateral (including a right of setoff).</p> <p>Brief Description of Collateral:</p> <p><input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle</p> <p><input type="checkbox"/> Other _____</p> <p>Value of Collateral: \$ _____</p> <p>Amount of arrearage and other charges at time case filed included in secured claim, if any: \$ _____</p>	<p>7. Unsecured Priority Claim.</p> <p><input type="checkbox"/> Check this box if you have an unsecured priority claim</p> <p>Amount entitled to priority \$ _____</p> <p>Specify the priority of the claim:</p> <p><input type="checkbox"/> Wages, salaries, or commissions (up to \$10,000)* earned within 180 days before filing of the bankruptcy petition or cessation of the debtor's business, whichever is earlier - 11 U.S.C. § 507(a)(3).</p> <p><input type="checkbox"/> Contributions to an employee benefit plan - 11 U.S.C. § 507(a)(4).</p> <p><input type="checkbox"/> Up to \$2,225* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use - 11 U.S.C. § 507(a)(6).</p> <p><input type="checkbox"/> Alimony, maintenance, or support owed to a spouse, former spouse, or child - 11 U.S.C. § 507(a)(7).</p> <p><input type="checkbox"/> Taxes or penalties owed to governmental units - 11 U.S.C. § 507(a)(8).</p> <p><input type="checkbox"/> Other - Specify applicable paragraph of 11 U.S.C. § 507(a)(____).</p> <p><small>*Amounts are subject to adjustment on 4/1/07 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment. \$10,000 and 180-day limits apply to cases filed on or after 4/20/05. Pub. L. 109-8.</small></p>	
<p>6. Unsecured Nonpriority Claims: <u>40,936.77</u></p>		
<p><input type="checkbox"/> Check this box if: a) there is no collateral or lien securing your claim, or b) your claim exceeds the value of the property securing it, or if c) none or only part of your claim is entitled to priority.</p>		
<p>8. Credits: The amount of all payments on this claim has been credited and deducted for the purpose of making this proof of claim.</p>		
<p>9. Supporting Documents: Attach copies of supporting documents, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, court judgments, mortgages, security agreements, and evidence of perfection of lien. DO NOT SEND ORIGINAL DOCUMENTS. If the documents are not available, explain. If the documents are voluminous, attach a summary.</p>		
<p>10. Date-Stamped Copy: To receive an acknowledgment of the filing of your claim, enclose a stamped, self-addressed envelope and copy of this proof of claim.</p>		
<p>Date 6/29/06</p>	<p>Sign and print the name and title, if any, of the creditor or other person authorized to file this claim (attach copy of power of attorney, if any): DONALD A SUZZI / CEO</p>	<p style="text-align: center;">THIS SPACE IS FOR COURT USE ONLY</p> <div style="border: 2px solid black; padding: 10px; text-align: center;"> <p>RECEIVED</p> <p>JUL 13 2006</p> <p>CLAIMS PROCESSING CENTER</p> <p>USBC, SDNY</p> </div>
<p>Penalty for presenting fraudulent claim: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571.</p>		

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4970

UNITED STATES BANKRUPTCY COURT <u>Southern</u> DISTRICT OF <u>New York</u>		PROOF OF CLAIM
Name of Debtor Delphi Automotive Systems LLC		Case Number 05-44640
NOTE: This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A "request" for payment of an administrative expense may be filed pursuant to 11 U.S.C. § 503.		
Name of Creditor (The person or other entity to whom the debtor owes money or property): D & R Technology LLC Name and address where notices should be sent: D & R Technology LLC 450 Windy Point Dr Glendale Heights IL 60139 400 FULLERTON CAROL STREAM IL 60188 Telephone number:		<p>The Debtor has listed your claim as Unliquidated and Disputed on Schedule F as a General Unsecured claim in the amount of \$1,189,544.33. If you believe that you have a claim against the Debtor, you are required to complete and return this form.</p> <p>Master Code: 10397381</p> <p style="text-align: right; font-size: x-small;">Claim #09470 USBC SDNY Delphi Corporation, et al. 05-44481 (RDD) THIS SPACE IS FOR COURT USE ONLY</p>
Account or other number by which creditor identifies debtor: XX36424988		Check here <input type="checkbox"/> replaces if this claim a previously filed claim, dated: _____ <input type="checkbox"/> amends
<p>1. Basis for Claim</p> <div style="display: flex; justify-content: space-between;"> <div style="width: 45%;"> <input checked="" type="checkbox"/> Goods Sold / Services Performed <input type="checkbox"/> Customer Claim <input type="checkbox"/> Taxes <input type="checkbox"/> Money Loaned <input type="checkbox"/> Personal Injury <input type="checkbox"/> Other _____ </div> <div style="width: 50%; text-align: center;"> <p>RECEIVED</p> <p>JUL 18 2006</p> <p>KURTZMAN CARSON</p> </div> </div> <div style="width: 50%;"> <input type="checkbox"/> Retiree benefits as defined in 11 U.S.C. § 1114(a) <input type="checkbox"/> Wages, salaries, and compensation (fill out below) Last four digits of SS #: _____ Unpaid compensation for services performed from _____ to _____ <div style="text-align: center; font-size: x-small;">(date) (date)</div> </div>		
<p>2. Date debt was incurred: 11/1/04 TO 10/8/05</p>		<p>3. If court judgment, date obtained:</p>
<p>4. Total Amount of Claim at Time Case Filed: \$ <u>1,347,828.94</u></p> <div style="display: flex; justify-content: space-around; font-size: x-small;"> (unsecured) (secured) (priority) (Total) </div> <p>If all or part of your claim is secured or entitled to priority, also complete Item 5 or 7 below.</p> <p><input type="checkbox"/> Check this box if claim includes interest or other charges in addition to the principal amount of the claim. Attach itemized statement of all interest or additional charges.</p>		
<p>5. Secured Claim.</p> <p><input type="checkbox"/> Check this box if your claim is secured by collateral (including a right of setoff).</p> <p>Brief Description of Collateral:</p> <p><input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Other _____</p> <p>Value of Collateral: \$ _____</p> <p>Amount of arrearage and other charges at time case filed included in secured claim, if any: \$ _____</p>		<p>7. Unsecured Priority Claim.</p> <p><input type="checkbox"/> Check this box if you have an unsecured priority claim</p> <p>Amount entitled to priority \$ _____</p> <p>Specify the priority of the claim:</p> <p><input type="checkbox"/> Wages, salaries, or commissions (up to \$10,000)* earned within 180 days before filing of the bankruptcy petition or cessation of the debtor's business, whichever is earlier - 11 U.S.C. § 507(a)(3).</p> <p><input type="checkbox"/> Contributions to an employee benefit plan - 11 U.S.C. § 507(a)(4).</p> <p><input type="checkbox"/> Up to \$2,225* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use - 11 U.S.C. § 507(a)(6).</p> <p><input type="checkbox"/> Alimony, maintenance, or support owed to a spouse, former spouse, or child - 11 U.S.C. § 507(a)(7).</p> <p><input type="checkbox"/> Taxes or penalties owed to governmental units - 11 U.S.C. § 507(a)(8).</p> <p><input type="checkbox"/> Other - Specify applicable paragraph of 11 U.S.C. § 507(a)(____).</p> <p style="font-size: x-small;">*Amounts are subject to adjustment on 4/1/07 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment. \$10,000 and 180-day limits apply to cases filed on or after 4/20/05. Pub. L. 109-8.</p>
<p>6. Unsecured Nonpriority Claim \$ <u>1,347,828.94</u></p> <p style="text-align: center;">+ 0</p> <p><input type="checkbox"/> Check this box if: a) there is no collateral or lien securing your claim, or b) your claim exceeds the value of the property securing it, or if c) none or only part of your claim is entitled to priority.</p>		
<p>8. Credits: The amount of all payments on this claim has been credited and deducted for the purpose of making this proof of claim.</p> <p>9. Supporting Documents: Attach copies of supporting documents, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, court judgments, mortgages, security agreements, and evidence of perfection of lien. DO NOT SEND ORIGINAL DOCUMENTS. If the documents are not available, explain. If the documents are voluminous, attach a summary.</p> <p>10. Date-Stamped Copy: To receive an acknowledgment of the filing of your claim, enclose a stamped, self-addressed envelope and copy of this proof of claim</p>		
<p>Date 6/29/06</p>		<p>Sign and print the name and title, if any, of the creditor or other person authorized to file this claim (attach copy of power of attorney, if any): Donal A. Suzz, CEO</p> <p style="font-size: x-small;">Penalty for presenting fraudulent claim: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571.</p>

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